

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

SANOFI-AVENTIS and
SANOFI-AVENTIS U.S. LLC,

Plaintiffs,

v.

C.A. No. 07-572 (GMS)

ACTAVIS SOUTH ATLANTIC LLC,
AUROBINDO PHARMA LTD.,
AUROBINDO PHARMA USA INC.,
MYLAN PHARMACEUTICALS INC., PAR
PHARMACEUTICAL, INC., RANBAXY
INC., RANBAXY LABORATORIES
LIMITED, SUN PHARMACEUTICAL
INDUSTRIES, INC., SUN
PHARMACEUTICAL INDUSTRIES LTD,
TEVA PHARMACEUTICALS USA, INC.,
TORRENT PHARMA INC. and TORRENT
PHARMACEUTICALS LIMITED,

Defendants.

**PLAINTIFFS' REPLY TO DEFENDANT MYLAN
PHARMACEUTICALS INC.'S COUNTERCLAIMS**

Plaintiffs sanofi-aventis and sanofi-aventis U.S. LLC ("sanofi-aventis U.S."), for their Reply to the numbered paragraphs of the Counterclaims of Defendant Mylan Pharmaceuticals Inc. ("Mylan"), hereby state as follows:

1. Admitted.
2. Admitted.
3. Admitted, upon information and belief.
4. Admitted that Mylan purports to state declaratory judgment counterclaims

that arise under the Patent Laws of the United States, 35 U.S.C. § 100 *et seq.*, and the Declaratory Judgment Act, 28 U.S.C. §§ 2201 and 2202, but denied that there is any factual or legal basis for these counterclaims.

5. Admitted.

6. Plaintiffs do not contest personal jurisdiction in this Court for this Action; to the extent that Paragraph 6 contains any other or further allegations, they are superfluous allegations to which no response is required.

7. Plaintiffs do not contest venue in this Court for this Action.

8. Admitted.

9. Admitted.

10. Admitted.

11. Admitted.

12. Admitted.

13. Plaintiffs restate and incorporate by reference their responses to the allegations contained in Counterclaim Paragraphs 1-12 as though set forth specifically herein.

14. Admitted.

15. Admitted that Mylan denies infringement of the '491 patent and alleges that the '491 patent is invalid, but denied that the '491 patent is invalid or not infringed.

16. Admitted.

17. Plaintiffs restate and incorporate by reference their responses to the allegations contained in Counterclaim Paragraphs 1-16 as though set forth specifically herein.

18. Admitted.

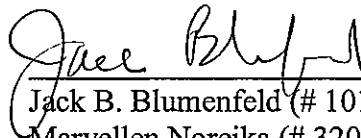
19. Admitted that Mylan denies infringement of the '940 patent and alleges that plaintiffs are estopped from asserting that Mylan infringes any claim of the '940 patent, but denied that the '940 patent is not infringed or that plaintiffs are so estopped.

20. Admitted.

Wherefore, Plaintiffs deny that Mylan is entitled to any relief, either as prayed for in its Counterclaims or otherwise.

Plaintiffs further deny each allegation contained in Mylan's Counterclaims that was not specifically admitted, denied, or otherwise responded to in this Reply to Defendant Mylan Pharmaceuticals Inc.'s Counterclaims.

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November 7, 2007
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CERTIFICATE OF SERVICE

I hereby certify that on November 7, 2007 I electronically filed the foregoing with the Clerk of the Court using CM/ECF, which will send notification of such filing to:

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